

FILED

MAR 06 2014

SECRETARY, BOARD OF
OIL, GAS & MINING

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR
AGENCY ACTION OF ULTRA RESOURCES,
INC. FOR AN ORDER AUTHORIZING THE
FLARING OF GAS IN EXCESS OF THE
AMOUNTS ALLOWED UNDER UTAH ADMIN.
CODE RULE R649-3-20(1.1) FROM TWELVE
(12) THREE RIVERS AREA WELLS LOCATED
IN SECTIONS 32 AND 36 OF TOWNSHIP 7
SOUTH, RANGE 20 EAST, SLM, AND
SECTIONS 3, 8, AND 16 OF TOWNSHIP 8
SOUTH, RANGE 20 EAST, SLM, Uintah
COUNTY, UTAH

**FINDINGS OF FACT,
CONCLUSIONS OF LAW AND
ORDER**

Docket No. 2014-002

Cause No. 142-10

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, January 22, 2014, at approximately 2:30 p.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City. The following Board members were present and participated at the hearing: Chairman Ruland J. Gill, Jr., Kelly L. Payne, Carl F. Kendell, Michael R. Brown, Chris D. Hansen and Susan S. Davis. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Ultra Resources, Inc. ("Ultra") were Ned Higgins, Senior Landman, and Jason Gaines, Manager-Business Development and Portfolio Strategy. Mr. Gaines was recognized by the Board as an expert in petroleum

engineering for purposes of this Cause. Kiersty B. Loughmiller, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Ultra.

On January 10, 2014, the Division of Oil, Gas and Mining (the “Division”) filed a Response to Ultra’s Request for Agency Action in this Cause (the “Request”) asserting Ultra’s request to flare until April 1, 2014 was too lengthy and questioning the ability of the Division to administratively grant an additional month of flaring as needed beyond April 1, 2014. Kassidy J. Wallin, Esq., Assistant Attorney General, appeared at the hearing as attorney for the Division. At the conclusion of Ultra’s presentation in-chief, Mr. Wallin made a statement expressing the Division’s support of granting the Request only through February 28, 2014, with the caveat that Ultra may file a written memorandum to the Board if any additional time is needed to flare beyond that date and outlining the justification therefor.

Jerry Kenczka, Assistant Field Manager for Lands and Minerals, Vernal District Office of the United States Bureau of Land Management (“BLM”), made a statement to the Board confirming that the BLM has authorized Ultra to flare the two Federal Wells (Three Rivers 3-32-820 and 8-53-820 Wells) through April 1, 2014.

No other party filed a response to the Request and no other party appeared or participated at the hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the hearing, being fully advised, and for good cause, hereby makes the following findings of fact, conclusions of law and order in this Cause.

FINDINGS OF FACT

1. Ultra is a Wyoming company with its principal place of business in Denver, Colorado. Ultra is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal and State of Utah agencies.

2. The twelve subject wells (the "Wells") are located, and the oil and gas ownership associated therewith are, as follows:

<u>Well</u>	<u>Surface Location</u>	<u>Bottom Hole Location</u>	<u>Oil and Gas Ownership</u>
Three Rivers #16-42-820	SE $\frac{1}{4}$ NE $\frac{1}{4}$ Section 16, T8S/R20E	SE $\frac{1}{4}$ NE $\frac{1}{4}$ Section 16, T8S/R20E	State (School and Institutional Trust Lands Administration ("SITLA"))
Three Rivers #16-43-820	NE $\frac{1}{4}$ SE $\frac{1}{4}$ Section 16, T8S/R20E	NE $\frac{1}{4}$ SE $\frac{1}{4}$ Section 16, T8S/R20E	State (SITLA)
Three Rivers #32-15-720	SW $\frac{1}{4}$ SW $\frac{1}{4}$ Section 32, T7S/R20E	SW $\frac{1}{4}$ SW $\frac{1}{4}$ Section 32, T7S/R20E	Fee
Three Rivers Fed #3-32-820	SE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 3, T8S/R20E	SE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 3, T8S/R20E	Federal

Three Rivers Fed #8-53-820	SE $\frac{1}{4}$ NE $\frac{1}{4}$ Section 8, T8S/R20E	SE $\frac{1}{4}$ NE $\frac{1}{4}$ Section 8, T8S/R20E	Federal
Three Rivers #16-21-820	NE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 16, T8S/R20E	NE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 16, T8S/R20E	State (SITLA)
Three Rivers #16-22-820	NE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 16, T8S/R20E	SE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 16, T8S/R20E	State (SITLA)
Three Rivers #16-23-820	SE $\frac{1}{4}$ SW $\frac{1}{4}$ Section 16, T8S/R20E	NE $\frac{1}{4}$ SW $\frac{1}{4}$ Section 16, T8S/R20E	State (SITLA)
Three Rivers #16-24-820	SE $\frac{1}{4}$ SW $\frac{1}{4}$ Section 16, T8S/R20E	SE $\frac{1}{4}$ SW $\frac{1}{4}$ Section 16, T8S/R20E	State (SITLA)
Three Rivers #36-31-720	NE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 36, T7S/R20E	NE $\frac{1}{4}$ NW $\frac{1}{4}$ Section 36, T7S/R20E	State (SITLA)
Three Rivers #5-31-820	SW $\frac{1}{4}$ SE $\frac{1}{4}$ Section 32, T7S/R20E	NW $\frac{1}{4}$ NE $\frac{1}{4}$ Section 5, T8S/R20E	Fee
Three Rivers #32-32-720	SW $\frac{1}{4}$ NE $\frac{1}{4}$ Section 32, T7S/R20E	SW $\frac{1}{4}$ NE $\frac{1}{4}$ Section 32, T7S/R20E	Fee

UPL Three Rivers Holdings, LLC ("UPL") is the lessee and operating rights owner of the leases as relevant to the producing intervals of the Wells, except there is an aggregate 0.98% unleased fee interest in the S $\frac{1}{2}$ NE $\frac{1}{4}$ and SE $\frac{1}{4}$ of Section 32, T7S, R20E, for which UPL continues to seek voluntary pooling and, if unsuccessful, will seek

compulsory pooling, before the Board. Ultra is a member of UPL and serves as its designated operator, including operator of the Wells.

3. The Wells are currently subject to the Board's Order entered in Cause No. 270-02 which established 40-acre (quarter-quarter or substantially equivalent combination of lots) drilling units in the Three Rivers area for Eocene Middle and Lower Green River formation production, allowing up to two (2) producing wells on each drilling unit so established. Thus, the parties owning production interests in the quarter-quarter section upon which the producing intervals of each of the Wells are located as set forth above have established correlative rights to the production from the Wells.

4. Pursuant to the terms of the approved applications for permit to drill, the Wells were drilled by Axia Energy, LLC ("Axia"), UPL's predecessor in title, and completed as producing oil wells as follows:

<u>Well</u>	<u>Spud Date</u>	<u>Completion Date</u>	<u>1st Sales</u>
Three Rivers #16-42-820	07/31/12	10/24/12	10/26/12
Three Rivers #16-43-820	07/30/12	10/22/12	10/08/12
Three Rivers #32-15-720	09/05/12	11/10/12	11/09/12
Three Rivers Fed #3-32-820	02/27/13	06/06/13	06/06/13

Three Rivers Fed #8-53-820	04/04/13	06/15/13	06/12/13
Three Rivers #16-21-820	05/01/13	07/01/13	07/05/13
Three Rivers #16-22-820	03/22/13	07/03/13	07/07/13
Three Rivers #16-23-820	05/13/13	07/03/13	07/10/13
Three Rivers #16-24-820	05/14/13	07/10/13	07/11/13
Three Rivers #36-31-720	06/04/13	08/25/13	08/29/13
Three Rivers #5-31-820	06/05/13	09/10/13	09/17/13
Three Rivers #32-32-720	06/21/13	09/12/13	09/07/13

5. Well tests were run in accordance with the Division's approval. The results are as follows:

<u>Well</u>	<u>BOPD</u>	<u>BWPD</u>	<u>MCFD</u>	<u>GOR</u>
Three Rivers #16-42-820	24	146	119	7.41
Three Rivers #16-43-820	86	83	148	1.37
Three Rivers #32-15-720	28	111	119	5.23

Three Rivers Fed #3-32-820	112	36	96	.91
Three Rivers Fed #8-53-820	162	38	117	.73
Three Rivers #16-21-820	131	112	87	.67
Three Rivers #16-22-820	127	102	88	.69
Three Rivers #16-23-820	182	70	106	.58
Three Rivers #16-24-820	184	128	210	1.14
Three Rivers #36-31-720	74	80	96	1.3
Three Rivers #5-31-820	195	32	155	.79
Three Rivers #32-32-720	174	45	119	.68

6. Chemical analyses reflect that the Wells are producing gas comprised of primarily methane (90%+), ethane and propane.

7. The estimated ultimate recovery (“EUR”) for the Wells is as follows:

<u>Well</u>	<u>Oil EUR</u>	<u>Gas EUR</u>
Three Rivers #16-42-820	82	641
Three Rivers #16-43-820	315	311
Three Rivers #32-15-720	130	774
Three Rivers Fed #3-32-820	335	269
Three Rivers Fed #8-53-820	538	251
Three Rivers #16-21-820	349	224
Three Rivers #16-22-820	338	236
Three Rivers #16-23-820	424	888
Three Rivers #16-24-820	469	595
Three Rivers #36-31-720	187	149
Three Rivers #5-31-820	465	393
Three Rivers #32-32-720	443	247

8. Ultra has represented that QEP Field Services Company (“QEP”) is currently constructing at Ultra’s expense approximately 1.7 mile tie-in pipeline to transport the gas produced from the Wells and other wells in the Three Rivers Area, pursuant to discussions between QEP and Axia (and to which Ultra has succeeded) entered into in late 2012. The initial timeline estimate was that the 1.7 miles could be constructed quickly. However, the original route chosen traversed sacred lands and

additional routes had to be considered. An alternate route was selected and staked with cultural surveys scheduled. However, snow fell the week of the scheduled survey and the survey work was pushed out through winter until the snow melted (to approximately April, 2013). Once completed, the survey work revealed that the secondary route had significant protected species along it and survey work was put on hold while other options were considered and explored. Despite the species, this route was determined to be the best option. However, the pipeline would require boring to a depth of 40 feet and for a distance of approximately 6,000 feet to avoid surface disturbance. During this time, construction for the entire in-field gathering system was completed by Axia in September 2013. The approval process for the final Right of Way took three months and delayed the project start date until December 2013, over a year since Axia entered into the discussions with QEP for the construction of the pipeline tie-in. On December 16, 2013, construction on the 1.7 mile pipeline began. It became apparent that boring 40 feet was not deep enough and it was decided that the bore needed to be 60 feet. Twenty-four hour operations continued from January 6, 2014 until January 12, 2014 when the boring rig lost mud returns. Due to circulation difficulties, only 3,000 feet was bored prior to the loss of mud returns. QEP determined that a second rig would need to be mobilized from Ohio to try and save the first 3,000 feet bored and to then act as the primary rig for the rest of the boring. The second rig arrived Tuesday, January 21, 2014 and QEP plans on

continue to running crews 24 hours. QEP has not provided Ultra with a completion date because of the current setbacks and the inherent risks and potential difficulties with boring the pipeline. Ultra will continue to pay for the construction and exert pressure on QEP to finish the pipeline tie-in construction as quickly as possible.

9. In order to continue testing and producing the Wells, and to avoid potential reservoir and skin damage to the Wells that Ultra believes may occur if the Wells are shut-in, Ultra must flare in excess of the amounts allowed under Utah Admin. Code Rule R649-3-201(1.1), for each of the Wells as follows:

<u>Well</u>	<u>MCF/Month</u>
Three Rivers #16-42-820	5000
Three Rivers #16-43-820	3000
Three Rivers #32-15-720	5000
Three Rivers Fed #3-32-820	2500
Three Rivers Fed #8-53-820	3000
Three Rivers #16-21-820	2200
Three Rivers #16-22-820	2500
Three Rivers #16-23-820	9000
Three Rivers #16-24-820	6000
Three Rivers #36-31-720	3200

Three Rivers #5-31-820 4500

Three Rivers #32-32-720 3000

10. Ultra testified that each well is using between 15-35 MCFPD for lease operations.

11. Based on exhibits admitted into evidence and testimony received, construction of the pipeline is the only economic and practical option to deal with the produced gas, and Ultra's commitment to continue building said pipeline exerting as much influence upon QEP to complete as soon as possible reflects its good faith and due diligence.

12. Based on past and current production rates, and the other testimony and exhibits provided, the Board has determined that flaring at the rate as requested through to 11:59 p.m. on February 28, 2014, is justified under the circumstances.

13. A copy of the Request was mailed, via US Mail, and properly addressed to all mineral and production interest owners in the respective spacing units for the Wells to their last known addresses as disclosed by the appropriate SITLA, BLM and Uintah County realty records.

14. Notice of the filing of the Request and of the hearing thereon was duly published in the Salt Lake Tribune and the Deseret Morning News on January 5, 2014,

the Uintah Basin Standard on January 7, 2014, and the Vernal Express on December 31, 2013.

15. The Board unanimously (6-0) voted to grant the Request in part, allowing the requested flaring from the Wells to February 28, 2014, but denying the Request to grant the Division administrative authority to extend the flaring authorization for an additional month. In addition, the Board orders Ultra to appear at the February 26, 2014 hearing to provide a status update on the pipeline construction and the cumulative gas flared to date from the Wells. Based on that report, and if circumstances so warrant, the Board may authorize extension of the flaring authorization.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request in the form and manner as required by law and the rules and regulations of the Board and Division.

2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set forth pursuant to Utah Code Ann. §§40-6-5(3)(f) and Utah Admin. Code Rule R649-3-20(5).

3. Ultra has satisfied the requirements set forth in Utah Admin. Code Rule R649-3-20(5) to allow flaring from the Wells at the requested rates through February 28, 2014.

4. The terms and conditions of flaring beyond the limits authorized under Utah Admin. Code Rule R649-3-20(1.1) for the Wells are fair, just and reasonable under the circumstances and will not result in waste.

5. The Board has the authority to delegate to the Division the authority to administratively approve extensions of flaring authorization but declines to do so in this Cause.

6. Ultra has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request subject to the modifications ordered below.

ORDER

Based upon the Request, testimony and evidence submitted, and the findings of fact and conclusions of law stated above, the Board hereby orders:

1. The Request in this Cause to allow the Division authority to extend the authorized flaring for an additional month is denied.

2. The Request for additional flaring in this Cause, as conformed to the testimony and other evidence provided at the hearing, is granted and Ultra is hereby

authorized to flare from the Wells at the rates specified in Findings of Fact No. 8 but only until February 28, 2014.

3. Ultra is required to appear before the Board at the February 26, 2014 hearing to provide a status update on the pipeline tie-in construction and present the cumulative amount of gas flared from the Wells. Depending on the report given and if the Board deems circumstances so justify, the Board may authorize an extension of the flaring authorization.

4. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. §63G-4-208 and Utah Administrative Code Rule R641-109.

5. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and Utah Administrative Code Rule R641-109.

6. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63G-4-208(e) - (g),

the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. §§ 63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled, “Agency Review – Reconsideration,” states:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Id. The Board also hereby notifies the parties that Utah Admin. Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of the month.

Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

The Board retains continuing jurisdiction over all the parties and over the subject matter of this cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this order by the Utah Supreme Court.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 6th day of March, 2014.

**STATE OF UTAH
BOARD OF OIL, GAS AND MINING**

By: 
Ruland J. Gill, Jr., Chairman

2030.03

CERTIFICATE OF MAILING

I hereby certify that on this 6th day of March, 2014, I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER**, for Docket No. 2014-002, Cause No. 142-10, to be served via Email or U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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A handwritten signature in cursive script that reads "Julie Ann Carter". The signature is written in dark ink and is positioned above a horizontal line.